



CIN: U15122UP2015PLC069632

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Postal Ballot Notice

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolution appended below are proposed to be passed by the Members through Postal Ballot / Electronic Voting (e-voting) for transacting the following special business. The Explanatory Statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company ("Board") has appointed CS Mohan Ram Goenka, Practicing Company Secretary, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot / E-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed with the assent or dissent and signed by the Member(s) in the enclosed self-addressed Business Reply Envelope so as to reach the Company not later than 1730

hours IST on December 20, 2017. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that, Postal Ballot Forms received after 1730 hours IST on December 20, 2017 shall be deemed invalid. The Notice of Postal Ballot is also placed on the website of the Company and shall remain on the website till December 20, 2017, i.e. the last date for receipt of the Postal Ballots from the Members.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to Postal Ballots in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairperson or any other authorized person of the Company after the completion of the scrutiny of the Postal Ballots (including e-voting). The result of the Postal Ballot shall be declared by the Chairperson or any other authorized person of the Company on or before December 26, 2017 and communicated on the same day to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website.

By Order of the Board
For Magadh Sugar & Energy Limited

S Subramanian
Company Secretary
FCS 4974

Place: Kolkata
Date: November 7, 2017

SPECIAL BUSINESS:

1. To consider raising of funds by issuance & allotment of shares/securities including Convertible Bonds/ Debentures/Equity Shares through Qualified Institutional Placement (QIP) and/or Depository Receipts and/or any other modes for an amount not exceeding Rs.100 Crores

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 23, 41, 42, 55, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, alongwith Rules enacted thereunder (including any amendments(s), statutory modification(s) or re-enactments thereof for the time being),the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 as amended, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations 2009, as amended (“SEBI ICDR”), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made thereunder, including the Foreign Exchange Management (Transfer and Issue of Securities by a Person Resident Outside India) Regulation, 2000, as amended, if applicable, Depository Receipts Scheme, 2014, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time,and subject to any other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereto or re-enactment thereof for the time being in force)and subject to enabling provisions in the Memorandum and Articles of Association of the Company and subject to any approval, consent, permission and/or sanction of the members of the Company by way of special resolution, Government of India (“GOI”), Reserve Bank of India (“RBI”), Stock Exchanges, Registrar of Companies, Securities and Exchange Board of India (“SEBI”), Ministry of Corporate Affairs and /or any other competent authorities, institutions or bodies, within or outside India, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed by the Board of Directors (hereinafter referred to as “Board” which term shall include any committee thereof, whether constituted or to be constituted to exercise its powers including powers conferred by this Resolution), the consent of the Board be and is hereby accorded in its absolute discretion to create, offer, issue and allot in one or more tranche(s), with or without green shoe option, either in India or abroad or in the course of domestic and / or international offerings and /or Qualified Institutional Placement (“QIP”) such number of equity shares, preference shares whether redeemable or not, secured or

unsecured debentures, bonds or any other securities whether convertible into equity shares or not, including, but not limited to, Foreign Currency Convertible Bonds (“FCCBs”), Optionally Convertible Debentures, Fully Convertible Debentures, Partly Convertible Debentures, Non Convertible Debentures , Commercial Papers, Bonds with share warrants attached, Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”) or any other equity related instrument of the Company or a combination of the foregoing including but not limited to a combination of equity shares with bonds and/or any other securities whether convertible into equity shares or not and/or debt securities (hereinafter referred to as “Securities”) whether rupee denominated or denominated in foreign currency, to any eligible person, including to Domestic / Foreign Investors / Institutional Investors/Foreign Institutional Investors / Foreign Portfolio Investors, non-resident Indians, Indian public, Individuals, Companies / Corporate Bodies (whether incorporated in India or abroad), Mutual Funds, Banks, Insurance Companies, Pension Funds, Venture Capital Funds, Financial Institutions, Trusts, Qualified Institutional Buyers within the meaning of Chapter VIII of the SEBI ICDR and /or any other applicable provisions/Chapters of SEBI ICDR, stabilizing agents or other persons or entities, whether shareholders of the Company or not, through a public issue and/or on a private placement basis and/or qualified institutions placement within the meaning of Chapter VIII of the SEBI ICDR and /or preferential issue and/or other kind of public issue and /or private placement or through a combination of the foregoing as may be permitted under applicable law from time to time, for an aggregate amount not exceeding **Rs. 1,000,000,000/- (Rupees One Hundred Crores only)**, for cash and at such premium/ discount as applicable, whether to be listed on any stock exchange(s) in India or any international stock exchanges outside India or unlisted through an offer document and/or prospectus and/or offer letter, and/or Placement Document and /or offering circular, and/or on public and/or private or preferential basis, at such price or prices and on such terms and conditions including security, rate of interest etc, as may be decided by and deemed appropriate by the Board as per applicable law, including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made, considering, the prevailing market conditions and other relevant factors wherever necessary in consultation with its advisors, as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT in addition to all applicable Indian laws, the Securities issued in pursuance of this resolution shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or that may in any other manner apply to such Securities or provided in the terms of their issue.

RESOLVED FURTHER THAT any Securities that are not subscribed in issues mentioned above, may be disposed off by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by the law.

RESOLVED FURTHER THAT in the event of issue of GDRs/ADRs, the pricing shall be determined in compliance with principle and provisions set out in the Depository Receipt Scheme, 2014, the Foreign Exchange Management (Transfer or Issue of Securities by a person resident outside India) Regulations, 2000 and such other notifications, clarifications, guidelines, rules and regulations issued by relevant authorities (including any statutory modifications, amendments or re-enactments thereof).

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, subject to provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipts Mechanism) Scheme, 1993 including any statutory modifications, amendments or re-enactments thereof from time to time and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of determining the floor price of FCCBs into equity shares shall be the date of meeting in which the Board or duly authorised Committee of Directors decide to open such issue after the date of this resolution or such other date as may be prescribed under law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into any agreement with any agencies or bodies of GDRs and ADRs represented by the underlying Equity Shares in the share capital of the Company with such features and attributes as are prevalent in international/domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practice as per domestic and/or international practice and regulations and under the norms and practices prevalent in the domestic and/or international capital markets and subject to applicable laws and regulations and Articles of Association of the Company.

RESOLVED FURTHER THAT in case of an issuance of FCCBs/ADRs/GDRs, the relevant date for the determination of the issue price of the Securities offered, shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 as may be amended from time to time.

RESOLVED FURTHER THAT in case of a Qualified Institutions Placement pursuant to Chapter VIII of the SEBI ICDR,

- i. the allotment of specified Securities shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of SEBI ICDR and the relevant date for the determination of the price of the Equity Shares to be issued or issued pursuant to conversion, shall be the date on which the Board decides to open the issue of Securities or such other time as may be allowed by SEBI ICDR from time to time and allotment of specified Securities shall be completed within twelve months from the date of this resolution.
- ii. The Equity Shares or the fresh Equity Shares allotted on the conversion of the warrants or other convertible

instruments shall rank pari passu in all respects with the then existing Equity Shares of the Company.

- iii. The pricing shall be determined in compliance with principles and provisions set out in the Regulation 85 of Chapter VIII of the SEBI ICDR Regulations, as amended from time to time. The Board may offer a discount of not more than 5% (Five percent) on the floor price calculated for the QIP or such other discount as may be permitted under SEBI ICDR, as amended from time to time.
- iv. The offer, issue and allotment of the Securities, and the fresh equity shares to be issued on conversion of the warrants or other convertible instruments shall be made at such time or times that the Board of Directors or the Committee may in their absolute discretion decide, subject to the SEBI ICDR and other applicable laws, and the terms agreed between the Board of Directors and the proposed Allottees of the Securities.

RESOLVED FURTHER THAT the issue of Securities shall be subject to the following terms and conditions:

- i. The Securities shall be subject to the provisions of Memorandum and Articles of Association of the Company and in accordance with the terms of the issue;
- ii. The Equity Shares shall be listed with the Stock Exchanges, where the existing Equity Shares of the Company are listed and the same shall rank pari passu with the existing Equity Shares of the Company.
- iii. The number and/or price of the Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing, issue of the Securities may be done upon all or any terms or combination of terms in accordance with international practices relating to the payment of interest, additional interest, premium on redemption, prepayment or any other debt service payments and all such terms as are provided customarily in an issue of Securities of this nature.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depository receipts representing the underlying Equity Shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per international practices and regulations (including listing on one or more Stock Exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets.

RESOLVED FURTHER THAT subject to the applicable laws, the Board and/or the Committee authorized by the Board be

and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the issue of the Securities, including, without limitation of the following;

- i. Decide the date for the opening of the issue of Securities i.e. the relevant date for the purpose of the pricing of the Equity Shares/ Securities shall be the meeting in which the Board decides to open the issue.
- ii. Decide the price band for the issue
- iii. Finalization of the Issue Price
- iv. Finalization of the allotment of the Securities on the basis of the subscriptions received.
- v. Finalization of, signing of and arrangement for the submission of the preliminary and final offering circulars/prospectus(es)/offer document(s)/placement document(s) and any amendments and supplements thereto, along with supporting papers needed to be filed for seeking listing and trading approvals, with any applicable government and regulatory authorities, institutions or bodies as may be required;
- vi. Deciding the pricing and terms of the Securities, and all other related matters, including taking any action on two-way fungibility for conversion of underlying equity shares into FCCBs/ GDRs/ ADRs, as per applicable laws, regulations or guidelines;
- vii. Appoint, in its absolute discretion, managers (including lead manager), Investment Bankers, Merchant Bankers, underwriters, guarantors, financial and /or legal advisors, depositories, custodians, principal paying/transfer/ conversion agents, listing agents, escrow agents, registrars, trustees and all other agencies as may be involved or concerned, whether in India or abroad, entering into or execution of all such agreements/ arrangements/ MoUs/ documents with any such agencies, in connection with the proposed offering of the Securities;
- viii. To enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies, to seek the listing of Equity Shares/ Securities as applicable on one or more recognised Stock Exchange(s), to affix Common Seal of the Company on any arrangements, contracts/ agreements, memorandum, documents, etc. as may be required.
- ix. Approval of the Deposit Agreements(s), the Purchase/ Underwriting Agreement(s), the Placement Agreement(s), the Escrow Agreement(s), the Trust Deed(s), the Indenture(s), the Master/Global GDRs/ADRs/FCCBs / other Securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding and any other agreements of documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;

- x. Settle all questions, difficulties or doubts that may arise in regards to the issue, offer or allotment of Securities and utilization of the proceeds of the issue in such manner and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board and/or the Committee authorized by the Board be and is hereby authorized to accept any modifications in the proposals as may be required by the authorities involved in such issues but subject to such conditions as the SEBI/GOI/RBI/Stock Exchanges or such other appropriate authorities may impose at the time of their approval and as agreed to by the Board;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the consent of the Board be and hereby accorded to do all such acts, deeds, matters and things including but not limited to finalisation and approval of the offer documents(s), private placement offer letter, determining the form and manner of the issue, including the investors to whom the Equity Shares/Securities are to be issued and allotted, number of Equity Shares/Securities to be allotted, issue price, face value, execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares / Securities and utilisation of the proceeds as it may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board in consultation with the merchant banker(s), advisors and/or other intermediaries as may be appointed in relation to the issue of Equity Shares/Securities, is authorised to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Equity Shares / Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Equity Shares/Securities, including finalisation of the number of Equity Shares/Securities to be issued, form, terms and timing of the issue of Equity Shares/Securities, identification of the qualified institutional buyers to whom Equity Shares / Securities are to be offered, utilisation of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Equity Shares / Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do

all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Equity Shares/ Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid and following resolutions, the Finance & Corporate Affairs Committee of Directors ('Committee') be and is hereby authorized to do all such acts and deeds as may be required including the powers to accept any change(s) or modification(s) as may be suggested by the appropriate authorities or advisors, in its absolute discretion, deem necessary or desirable, and to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the Securities.

RESOLVED FURTHER THAT any two members of the Committee shall constitute the quorum of the Committee meeting and that resolutions passed by circulation by the committee shall require approval of the majority of the members of the Committee.

RESOLVED FURTHER THAT any Director, and / or Key Managerial Person of the Company be and is hereby authorized to take all steps and do all acts and things (including signing documents, delegating persons, etc.) for this purpose in order to give full and complete effect to this resolution."

2. Increase in the Authorised Share Capital and Alteration of the Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and subject to approval of the members of the Company the existing Authorised Share Capital of the Company of Rs. 30,10,00,000/- (Thirty Crore Ten Lacs Only) divided into 1,51,00,000 (One Crore Fifty One Lac) Equity Shares of Rs.10/- (Rupees Ten) each and 15,00,000 (Fifteen Lac) Preference Shares of Rs. 100/- (Rupees Hundred) each be and is hereby increased to Rs. 40,10,00,000 (Forty Crore Ten Lacs Only) divided into 2,51,00,000 (Two Crore Fifty

One Lac) Equity Shares of Rs.10/- each and 15,00,000 (Fifteen Lac) Preference Share of Rs. 100/- each by creating additional 1,00,00,000 Equity Share of Rs. 10/- each with the power to the Board to decide on the extent of variation in such rights and to classify and reclassify from time to time such shares into any class of shares."

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 40,10,00,000/- (Rupees Forty Crores Ten Lacs only) divided into 2,51,00,000 (Two Crores Fifty One Lac) Equity Shares of Rs. 10/- (Rupees Ten) each amounting to Rs. 25,10,00,000 (Rupees Twenty Five Crores Ten Lacs only) and 15,00,000 (Fifteen Lac) Preference Shares of Rs. 100/- each amounting to Rs. 15,00,00,000 (Rupees Fifteen Crores only) with the power to the Board to increase or reduce or consolidate the capital of the Company and / or the nominal value of the shares and to divide / sub divide / consolidate / convert / reconvert / cancel / redeem / reclassify all types of shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights, as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors or the Company in General Meeting, as applicable, in conformity with the provisions of the Companies Act and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and to issue shares of higher or lower denominations in such manner as may for the time being be provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT the any Director for the time being in office of the Company be and is hereby authorised to do or cause to be done in the name and at the cost of the Company all such ministerial and administrative acts and to perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this Resolution including filing of necessary e-forms with the Ministry of Corporate Affairs / Registrar of Companies.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolutions, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion be necessary and to settle any question that may arise in this regard."

By Order of the Board
For Magadh Sugar & Energy Limited

S Subramanian
Company Secretary
FCS 4974

Place: Kolkata
Date: November 7, 2017

Notes

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on November 10, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on November 10, 2017, will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. Resolutions passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
5. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to kolkata@linkintime.co.in. the Registrar and Share Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, November 10, 2017. The Postal Ballot period commences on November 21, 2017 (0900 hours IST) and ends on December 20, 2017 (1730 hours IST).
8. In compliance with Section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
9. Members cannot exercise votes by proxy.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions

printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 1730 hours IST) on December 20, 2017. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members, will also be accepted. Postal Ballot Forms received after 1730 hours IST on December 20, 2017 shall be deemed invalid.

11. The Scrutinizer will submit his report within seven days from the last date of receipt of Postal Ballot Forms to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, who shall countersign the same and the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before December 26, 2017 and will also be displayed on the Company website and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on December 20, 2017 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / E-voting.

Voting through electronic means

In compliance with Regulation 44 of SEBI Listing Obligation and Disclosure Requirements, 2015 (the "Listing Regulations") and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open the attached PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles. (vii) Select "EVEN" of "Magadh Sugar & Energy Limited".
 - (vii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) User ID and Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

General

1. The Scrutinizer will submit the report to the Chairman/ Authorised Director/Executive Director/ Authorised KMP after completion of the scrutiny. The result of the Postal Ballot will be declared by the Chairman or in his absence by any one authorized by the Chairman, on or before 26th December, 2017 at the Registered Office of the Company. The result shall also be announced to the Stock Exchanges where shares of the Company are listed and intimated through a Press Release in newspapers. The result will also be put up on the Company's website www.birla-sugar.com. The resolution, if approved, will be taken as passed effectively on the date of declaration of the result.
2. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.
3. Members who do not have access to e-voting facility may send duly completed Ballot form and return the Form in the enclosed self-addressed business reply envelope so as to reach the Scrutinizer before the close of working hours on December 20, 2017 at the following address: Mr. Mohan Ram Goenka, (Scrutinizer) C/o Link Intime India Private Limited, Unit - Magadh Sugar & Energy Limited, 59C Chowringhee Road, Kolkata 700 020.
4. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

By Order of the Board
For Magadh Sugar & Energy Limited

S Subramanian
Company Secretary
FCS 4974

Place: Kolkata
Date: November 7, 2017

EXPLANATORY STATEMENT IN PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The Company proposes to raise funds to the tune of Rs 100 crores in one or more tranches through a public issues and/or on a private placement basis and/or QIP and/or preferential issue and/or any other kind of issue as may be permitted under applicable laws from time to time to augment long term resources interalia to strengthen the financial position and capital base of the Company. The resolution contained in the business of the Notice is regarding proposal to create,

offer, issue and allot equity shares and/or such other securities (the "Securities") as stated in the Special Resolution which seeks to empower the Board of Directors (hereinafter referred to as "Board" which include any Committee thereof, whether constituted or to be constituted) to undertake such issue or offer of Securities.

The requirement of the funds is proposed to be met from both equity and debt issuance of appropriate Securities as defined in resolutions and from both domestic and international market. Prudence would require the funding to be structured with appropriate mix of equity and debt to meet the objective of optimization of cost as well as conservative financial management.

Pursuant to Section 62(1)(c) of the Companies Act, 2013 and rules made there under, as amended, in case the Company proposes to issue equity shares to any person other than existing shareholders, approval of shareholders through Special Resolution is required.

The Board of Directors, accordingly, at their meeting held on November 7, 2017 recommended to the shareholders to give their consent through Special Resolution to the Board of Directors or any Committee of the Board, to raise funds through issuance of Equity Shares and/or GDRs and/or ADRs and/or FCCBs and/or Convertible Bonds/ Debentures and/or Commercial Papers (CP) or any other debt securities or any equity linked instrument (Securities) as may be appropriate to persons who may or may not be the existing shareholders through private placement and/or qualified institutions placement (QIP) and/or any other mode at a price to be determined as per SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2009 or as per applicable rules and regulations upto an amount not exceeding Rs.100 crores in Indian Rupees and/or any equivalent amount in foreign currency. While no specific instrument(s) of Securities has been identified at this stage, the Board may opt for an appropriate instrument in the best interest of the Company and such issue shall be subject to applicable provisions of Companies Act, 2013 and rules made thereunder from time to time, SEBI laws and rules and regulations made thereunder from time to time, Memorandum and Articles of Association of the Company and all other applicable laws and legislations.

Again, in terms of Section 42 and 62 of the Companies Act, 2013 as amended and read with Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, a company offering or making an invitation to subscribe aforesaid Securities is required to obtain prior approval of the shareholders by way of Special Resolution. If approved by the shareholders the QIP issue shall be completed within one year from the date of passing of the Special Resolution and in case of any issue by way of other than QIP, provisions as applicable to the proposed issue shall be applicable. Equity shares proposed to be issued shall in all respects rank paripassu with the existing Equity Shares of the Company.

In view of the above, it is proposed to seek approval of the shareholders of the Company to create, offer, issue and allot Securities, in one or more tranches, to investors, inter alia through QIP by way of private placement or otherwise and to authorize the Board of Directors (including any Committee thereof authorised for the purpose) to do all such acts, deeds and things necessary and expedient on the matter.

The issue/ allotment/ conversion would be subject to the availability of regulatory approvals, if any. The conversion of Securities, to be held by foreign investors, into shares would be subject to the applicable foreign investment limits.

The Special Resolution seeks to empower the Board and/or Committee authorized by the Board, to issue Securities in one

or more tranche or tranches, at such time / times, and to such person(s) as the Board may in its absolute discretion deem fit.

The Special Resolution, if passed, will have the effect of allowing the Board and/or the Committee authorized by the Board to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company and the Board and/or the Committee authorized by the Board will have the power to decide the date of opening of the Issue.

The Directors, Key Managerial Personnel and/or relatives of the Directors/ Key Managerial Personnel of the Company may be deemed to be concerned or interested in the above resolution only to the extent of shares held by them in the Company, if any.

The details of the Directors/Key Managerial Personnel of the Company and and/or their relatives holding not less than 2% (Two percent) of the paid-up share capital of the Company and the extent of their shareholding interest is as follows:

- i. Mrs. Nandini Nopany - 631646 Equity Shares (6.28 percent) of the paid-up share capital of the Company.

As per Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules 2014, the consent of the Shareholders for the above purpose is required to be obtained by means of a Special Resolution through Postal Ballot.

The Board of Directors recommend the Special Resolution for your approval.

Item No. 2

The Board Members are hereby informed that the present Authorised Share Capital of the Company is Rs. 30,10,00,000/- divided into 1,51,00,000 (One Crore Fifty One Lac) Equity Shares of Rs. 10/- (Rupees Ten) each and 15,00,000 (Fifteen Lac) Preference Shares of Rs. 100/- (Rupees Hundred) each.

In order to accommodate further issue of Equity Shares, by way of private placement and/or QIP and/or preferential issue and/or any other kind of public issue, the Board of Directors of the Company at its meeting held on 7th November, 2017 decided to increase the Authorised Share Capital of the Company from Rs. 30,10,00,000/- to Rs. 40,10,00,000/- in the manner and to the extent suggested in the sub-joined Resolutions and for that purpose, the Memorandum of Association of the Company is also proposed to be suitably altered as set out at Item No. 2 of the accompanying Notice.

The Directors, Key Managerial Personnel and/or relatives of the Directors/ Key Managerial Personnel of the Company may be deemed to be concerned or interested in the above resolution only to the extent of shares held by them in the Company, if any.

The Board of Directors accordingly recommend the resolution as set out at Item No. 2 of the accompanying Notice for the approval of the Members.



CIN No. U15122UP2015PLC069632
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POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before exercising your vote.)

Serial No. :

1. Name(s) of Member(s) including :
joint holders, if any
2. Registered Address of the Sole/ :
first named Member
3. DPID No. & Client ID No./ :
Registered Folio No.
4. No. of Equity Share(s) held :
5. I/We hereby exercise my/our vote in respect of the Resolutions as set out in the Notice dated 7th November, 2017, to be passed through Postal Ballot, by conveying my/our assent (**FOR**) or dissent (**AGAINST**) to the said Resolutions by placing the tick (✓) mark in the appropriate box below (Tick in both boxes will render the ballot invalid).

Sl. No.	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To consider raising of funds by issuance & allotment of shares/securities including Convertible Bonds/Debentures/Equity Shares through Qualified Institutional Placement (QIP) and or Depository Receipts and/or any other modes for an amount not exceeding ₹ 100 Crores.			
2.	To consider increase in the Authorised Share Capital and Alteration of the Memorandum of Association of the Company.			

Place :

Date :

(Signature of the shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password
108018		

- Note :**
1. Please read carefully the notes/instructions printed overleaf before exercising your vote.
 2. Please send your Postal Ballot Form in the Envelope enclosed herewith on or before 20th December, 2017.

INSTRUCTIONS

1. Members desiring to exercise his/her vote by Postal Ballot should complete this Postal Ballot Form, sign and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of Member will also be accepted.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
5. Unsigned Postal Ballot Forms will be rejected.
6. A Member need not use all the votes nor needs to cast all the votes in the same way.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 20th December, 2017. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item No. 7 above.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self- addressed envelope other than as mentioned in Item No. 3 above.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on 10th November, 2017.
11. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
12. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Postal Ballot Notice. The same will be hosted on the Company's website www.birlasugar.com for information of the Members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed. The results will thereafter be published in newspaper(s).